Docket #0077 Date Filed: 04/19/2019

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
Achaogen, Inc.,	Case No. 19-10844 (BLS)
Debtor.[1]	Re: D.I. 11 & 45

NOTICE OF (I) RECORD DATE FOR NOTICE AND SELL-DOWN PROCEDURES FOR TRADING IN CLAIMS AGAINST THE DEBTOR'S ESTATE AND (II) A FINAL HEARING

TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST THE DEBTOR:

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 15, 2019 (the "Petition Date"), the above-captioned debtor (the "Debtor") commenced this case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

1. On the Petition Date, the Debtor filed the Motion For Entry of Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities and (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtor's Estate [D.I. 11] (the "Motion").

2. On April 16, 2019, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an interim order (the "Interim Order") setting the Record Date with respect to trading in claims against the Debtor, in order to assist the Debtor in preserving its net operating losses ("NOLs").

[1] The last four digits of the Debtor's federal tax identification number are 3693. The Debtor's mailing address for purposes of this Chapter 11 Case is 1 Tower Place, Suite 400, South San Francisco, CA 94080.

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3. Pursuant to the Interim Order, the Record Date is established as April 16, 2019.

4. Pursuant to the Interim Order, claimholders and potential purchasers of claims against the Debtor ("Claims") are hereby notified that, if the Court ultimately approves a Sell-Down Order, claimholders that acquire Claims after the Record Date in an amount that would entitle them to receive more than 4.5% of the equity of the reorganized Debtor under a plan of reorganization may be subject to a required sell-down of any Claims purchased after the Record Date in accordance with the Sell-Down Procedures.

5. All persons or entities that acquired and hold Claims after the Record Date in an amount entitling such person or entity to receive more than 4.5% of the equity of the reorganized Debtor may be required to identify themselves to the Debtor after the Court's approval of the disclosure statement which identifies potential recoveries for creditors.

6. The hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on **May 8, 2019 at 11:00 a.m. (Eastern Time)**.

7. Objections to the Motion must be filed with the Court and served so as to be received by **4:00 p.m. (Eastern Time) on May 1, 2019**, on (a) the office of the United States Trustee for the District of Delaware and (b) (i) the Debtor, care of Achaogen, Inc., 1 Tower Place, Suite 400, South San Francisco, CA 94080, Attn: Gary Loeb, (ii) proposed counsel to the Debtor, Hogan Lovells US LLP, 1999 Avenue of the Stars, Suite 1400, Los Angeles, California 90067, Attn: Richard L. Wynne and Erin N. Brady, and Hogan Lovells US LLP, 875 Third Avenue, New York, New York 10022, Attn.: John D. Beck, and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19899-1347, Attn: Derek C. Abbott and Andrew R. Remming, and (iii) counsel to the DIP Lender, Morrison & Foerster LLP,

200 Clarendon Street, Boston, MA 02116, Attn: Alexander Rheaume, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019-9601, Attn: Todd Goren and Benjamin Butterfield, and Ashby & Geddes, 500 Delaware Avenue, P.O. Box 1150, Wilmington, DE 19899, Attn: Gregory Taylor.

8. If no objections to the Motion are timely filed, served and received in accordance with the Interim Order, the Interim Order shall be deemed a Final Order without further notice or hearing, and the Motion shall be granted on a final and permanent basis.

9. Complete copies of the Motion and the Interim Order are available via PACER via the Court's website at https://ecf.deb.uscourts.gov for a fee, or through the Debtor's Notice, Claims and Solicitation Agent, KCC, by accessing its website at www.kccllc.net/achaogen. If a hearing is held and a Final Order is entered, such Final Order will also be available as described in the preceding sentence.

10. The entry of the Interim and Final Orders shall in no way prejudice the rights of any party to oppose the entry of a Sell-Down Order, on any grounds, and all parties' rights are expressly preserved by the Interim and Final Orders.

11. The requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable law, and do not excuse compliance therewith.

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April 19, 2019
Wilmington, Delaware

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